



**AMENDED CERTIFICATE OF AUTHORITY
FOREIGN CORPORATION
APPLICATION**
SECRETARY OF STATE
SFN 13107 (6-99)

FOR OFFICE USE ONLY

ID #	
File #	
WO #	
Filed	By

SEE REVERSE SIDE FOR FEES, FILING AND MAILING INSTRUCTIONS

1.A. The application MUST be accompanied by ALL of the following:

- Filing fee of \$40
- If amending the name, a current, ORIGINAL Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed.

B. The following MAY be required:

- Signed Consent of Registered Agent and fee of \$10
- Signed consent to use of name and fee of \$10
- Trade Name Registration and fee of \$25

TYPE OR PRINT LEGIBLY

For reference, see North Dakota Century Code, Section 10-19.1-137 or 10-33-130.

2. Type of corporation applying for amended certificate of authority: (check one) <input type="checkbox"/> Foreign Business <input type="checkbox"/> Foreign Professional <input type="checkbox"/> Foreign Nonprofit	3. Reason for Amended Certificate of Authority <input type="checkbox"/> Name changed <input type="checkbox"/> Correction
4. Name of corporation <u>EXACTLY</u> as currently authorized by the North Dakota Secretary of State	5. Federal ID #

6. Name of corporation as amended, EXACTLY as it appears on Certificate of Fact from state or country of origin

7. If the corporation chooses to use a name other than its corporate name, that name is a trade name and must be registered with the North Dakota Secretary of State. (SEE INSTRUCTION 7) If applicable, provide the trade name below and complete the Trade Name Registration form if the selected trade name is not already registered in North Dakota.

8. If the corporation has been notified by the North Dakota Secretary of State that its amended corporate name is the same as, or deceptively similar to a name already registered, this application for Amended Certificate of Authority must be accompanied by one of the following:
(check one)

- ☐ Consent to use of name from the conflicting name holder(s)
- ☐ An application for registration of a trade name for use in transacting business in North Dakota. The trade name adopted is:

☐ Certified copy of a final decree of a court of competent jurisdiction establishing prior right of this corporation to use of the name in North Dakota

9. Physical and mailing address of principal executive office which may not only be a post office box (Street/RR, and PO Box if applicable, City, State, Zip + 4)

10. <u>State</u> or country where incorporated	11. <u>EXACT</u> date incorporated (Month, day, <u>AND</u> year)	12. Duration of corporation <input type="checkbox"/> Perpetual <input type="checkbox"/> Other (Specify)	13. Telephone #
			14. Toll-free telephone #

15. Name of required registered agent in North Dakota (SEE INSTRUCTION 15)

16. Federal ID/social security # of registered agent

17. Physical and mailing address of registered agent in NORTH DAKOTA which may not only be a post office box (Street/RR, and PO Box if applicable, City, State, Zip + 4)

18. Nature of business or activities the corporation conducts or intends to conduct in the State of North Dakota

19. OFFICERS AND DIRECTORS OF THE CORPORATION		COMPLETE MAILING ADDRESS					
OFFICE	Check box if officer also serves as director	NAME	Street/RR	PO Box	City	State	Zip + 4
PRESIDENT	<input type="checkbox"/>						
VICE PRESIDENT	<input type="checkbox"/>						
SECRETARY	<input type="checkbox"/>						
TREASURER	<input type="checkbox"/>						
DIRECTOR							
DIRECTOR							

20. "The undersigned, a person authorized by the corporation to sign this application, knows the contents thereof, and believes the statements are true."

Original signature

Date

21. Name of person to contact about this application

Daytime telephone #

INSTRUCTIONS FOR AMENDED CERTIFICATE OF AUTHORITY FOREIGN CORPORATION APPLICATION

A foreign corporation holding a Certificate of Authority in the State of North Dakota must promptly apply for an Amended Certificate of Authority:

- a) When the corporation changes its corporate name, or
- b) When statements on the application for Certificate of Authority or its last Amended Certificate of Authority are no longer correct, or were not correct at the time of filing.

An Amended Certificate of Authority is not required if only the registered agent or address of the registered agent has changed. The registered agent or address of the registered agent may be changed by filing the Registered Agent Statement of Change. Contact the Secretary of State's Office if a form is required for Registered Agent Statement of Change. An Amended Certificate of Authority is not required if only the names and addresses of the officers of a corporation have changed. Changes to the names and addresses of officers may be recorded on the next Annual Report required to be filed by the corporation.

The following numbers correspond to the numbered sections on the front of this form.

1. A. The application for Amended Certificate of Authority must be accompanied by the following:

- Filing fee of \$40.
(Checks must be payable to "Secretary of State" and must be for U.S. negotiable funds. Payment may also be made by credit card using Visa, Master Card, or Discover.)
- If amending the name, a current, ORIGINAL Certificate of Fact verifying the name change certified by the government officer of the state or country where Articles of Incorporation are filed. A copy, or certified copy of articles of amendment, is not acceptable. The certificate must have been certified within 90 days of the date of application.

B. The application for Amended Certificate of Authority may be required to be accompanied by the following:

- Signed Consent of the Registered Agent and fee of \$10 when the corporation is changing the registered agent.
- Signed consent to use of name and fee of \$10 when the corporation is already aware of a conflict with its corporate name as amended.
- Trade Name Registration and fee of \$25 when the corporation assumes a name, other than its corporate name as amended, for use in North Dakota.

2. Indicate whether the application is being submitted for an Amended Certificate of Authority for a foreign business corporation, a foreign professional corporation, or a foreign nonprofit corporation.
3. Indicate whether the Amended Certificate of Authority is required as a result of an amendment to the corporate name, or amendment or correction of other information disclosed on the application for Certificate of Authority or the last application for Amended Certificate of Authority.
4. Provide the corporate name EXACTLY as provided in the Certificate of Authority or last Amended Certificate of Authority issued by the North Dakota Secretary of State.
5. To properly maintain corporate records, the Federal ID number is required.
6. Provide the correct corporate name as amended in the state or country of incorporation. Punctuation and abbreviations must be consistent with those in the name on the certificate from the government officer of the state or country where Articles of Incorporation are filed.
7. If the corporation is applying for Amended Certificate of Authority in a name other than its corporate name, provide the alternate name chosen or required to be elected for use in North Dakota. North Dakota law provides that a foreign business corporation and a foreign nonprofit corporation may apply for a Certificate of Authority under any name. The corporate name of a foreign business corporation must include the word "corporation", "company", "incorporated", or "limited", or an abbreviation of one of these words. If the corporate name of a foreign business corporation does not contain one of these words or abbreviations, one must be elected to be used in North Dakota. The application will be rejected if an election is not made and the corporate name in number 7 is not in compliance with these requirements. A Trade Name Registration and fee of \$25 must accompany the application when an alternate name is desired or required. The name of a foreign professional corporation shall contain words or abbreviations as required or authorized by the laws of the jurisdiction in which it is incorporated. (For reference, see North Dakota Century Code, Section 10-19.1-133, 10-31-13.1, or 10-33-126.)

If the corporate name and a trade name will be used in North Dakota number 7 should remain blank and a Trade Name Registration should be submitted.

8. Select the option the corporation elects to pursue if its corporate name, as amended, is in conflict with a name previously registered with the Secretary of State. Number 8 should remain blank if the applicant is not aware of a name conflict.

North Dakota law provides that a corporate name may not be the same as, or deceptively similar to, a name already registered with the North Dakota Secretary of State. However, the name may be used if the application for Amended Certificate of Authority is accompanied by:

- 1) A signed consent to use of name and fee of \$10. The consent to use of name must be drafted by the applicant since a form for consent to use of name is not prescribed by the Secretary of State.
- 2) A certified copy of a judgment of a court in this state establishing the prior right of the applicant to the use of the name in this state.
- 3) A Trade Name Registration and fee of \$25. A blank Trade Name Registration form can be obtained by contacting the Secretary of State's Business Division, or from the Secretary of State's Fax-on-Demand by calling 701-328-0120 document 4030.

TRADE NAMES: Any corporation conducting business in North Dakota under a name other than its corporate name, must register the trade name with the Secretary of State.

9. The physical and mailing address of the corporation's principal executive office wherever located, is required.

In this section, as well as all other sections requiring addresses on this application, an address must include a street or rural address, a postal box number if applicable, and the city, state, and zip code plus 4-digit extension. This address may not only be a post office box.

10. Identify the state or country in which the corporation is incorporated.
11. Provide the EXACT date (month, day and year) when the corporation was incorporated. This date must correspond to the date if specified in the Certificate of Fact.
12. Identify whether the corporation is incorporated with "perpetual" existence or provide the specific date on which it is to be dissolved.
13. The telephone number of the corporation's principal executive office is required.
14. Provide a toll-free telephone number if the corporation has one.

(continued)

15. A corporation must continuously maintain a registered agent and the address of the agent in North Dakota. Provide the name of the individual North Dakota resident, domestic or foreign corporation, or domestic or foreign limited liability company appointed to serve as registered agent in North Dakota. A corporation, or limited liability company appointed as registered agent must be registered and in good standing with the North Dakota Secretary of State. If a corporation or limited liability company is named as registered agent, provide the "correct" name of the corporation or limited liability company. A corporation cannot serve as its own registered agent.
16. To properly identify registered agents, the Federal ID number or social security number of the registered agent is required.
17. Provide the complete physical and mailing address in North Dakota of the appointed registered agent. (See definition of complete mailing address in number 4.) A post office box number is not sufficient address for service of process.
18. Give a brief explanation of the purposes or nature of business the corporation conducts or intends to conduct in North Dakota.
If the corporation is involved in the business of insurance, clearly define that the corporation is a business corporation selling or servicing insurance products. A corporation that actually backs the claims may not be required to maintain a Certificate of Authority with the Secretary of State.
19. This section must reflect names and complete addresses of all officers and directors. (See definition of complete mailing address in number 4.)
20. The application must be dated and bear an original signature of an individual authorized to sign on behalf of the corporation. A stamped or facsimile signature is not acceptable.
21. Provide the name and daytime telephone number of the person to contact for any issues related to this application.

EXPEDITING PROCESS: Be sure to complete number 21. If documents are being submitted by someone other than the corporation, provide a cover letter with the name and telephone number of the responsible individual so that any deficiencies can be remedied by telephone.

MAILING INSTRUCTIONS: Send original documents and filing fees to:

Secretary of State
State of North Dakota
600 E Boulevard Ave Dept 108
Bismarck ND 58505-0500

Telephone: 701-328-2904 ND Toll Free: 800-352-0867 (2904) Fax: 701-328-2992

Home Page: <http://www.state.nd.us/sec>